

**DECLARATION FOR
UTILITY OR DESIGN
PATENT APPLICATION****Attorney Docket Number****X-16604M****First Named Inventor****Robert Dean Dally****COMPLETE IF KNOWN****Application Number****Filing Date****Group Art Unit****Examiner Name**☒

Declaration Submitted with Initial Filing

☐

Declaration Submitted after Initial Filing

As a below named inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

**SELECTIVE ESTROGEN RECEPTOR MODULATORS FOR THE TREATMENT OF
VASOMOTOR SYMPTOMS**

the specification of which

☐ is attached hereto

OR

☒ was filed on
(MM/DD/YYYY)

01/18/2005

as United States Application Number or PCT International

Application
Number

PCT/US05/00020

and was amended on
(MM/DD/YYYY)

(if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment specifically referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37 Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or of any PCT international application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application Number(s)	Country	Foreign Filing Date (MM/DD/YYYY)	Priority Not Claimed	Certified Copy Attached	
				YES	NO
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

☐ Additional foreign application numbers are listed on a supplemental priority sheet attached hereto:

I hereby claim the benefit under Title 35, United States Code § 119(e) of any United States provisional application(s) listed below.

Application Number(s)**Filing Date (MM/DD/YYYY)**60/538,342
60/538,44201/22/2004
01/22/2004☐Additional provisional application
numbers are listed on a supplemental
priority sheet attached hereto.

**DECLARATION**

I hereby claim the benefit under Title 35, United States Code §120 of any United States application(s), or § 365(c) of any PCT international application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of Title 35, United States Code § 112. I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations § 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application.

U.S. Parent Application Number	PCT Parent Number	Parent Filing Date (MM/DD/YYYY)	Parent Patent Number (if applicable)

☐ Additional U.S. or PCT international application numbers are listed on a supplemental priority sheet attached hereto.

As a named inventor, I hereby appoint the following registered practitioner(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

Attorney Name	Reg. No.
Arvie J. Anderson	45,263
Lynn D. Apelgren	45,341
Robert A. Armitage	27,417
Brian P. Barrett	39,597
Michael T. Bates	34,121
Roger S. Benjamin	27,025
Gary M. Birch	48,881
William R. Boudreaux	35,796
Steven P. Caltrider	36,467
Paul R. Cantrell	36,470
John Cleveland	50,697
Charles E. Cohen	34,566
Donald L. Corneglio	30,741
Gregory A. Cox	47,504
Paula K. Davis	47,517
John C. Demeter	30,167
Manisha A. Desai	43,585
Paul J. Gaylo	36,808
Caren D. Geppert	54,117
Francis O. Ginah	44,712
Amy E. Hamilton	33,894
Danica Hostettler	51,820
Thomas E. Jackson	33,064
Soonhee Jang	44,802
Gerald P. Keleher	43,707
James J. Kelley	41,888

Attorney Name	Reg. No.
Paul J. Koivuniemi	31,533
Thomas LaGrandeur	51,026
Robert E. Lee	27,919
James P. Leeds	35,241
Nelsen L. Lentz	38,537
Elizabeth A. McGraw	44,646
Douglas K. Norman	33,267
Arleen Palmberg	40,422
Thomas G. Plant	35,784
Edward Prein	37,212
Grant E. Reed	41,264
David M. Stemerick	40,187
Mark J. Stewart	43,936
Robert D. Titus	40,206
Robert C. Tucker	45,165
Tina M. Tucker	47,145
MaCharri Vorndran-Jones	36,711
Gilbert T. Voy	43,972
Thomas D. Webster	39,872
Lawrence T. Welch	29,487
Alexander Wilson	45,782
Mark A. Winter	53,782
MaryAnn Wiskerchen	45,511
Dan L. Wood	48,613

☐ Additional registered practitioner(s) named on a supplemental sheet attached hereto.

Direct all correspondence to:	
Name	ELI LILLY AND COMPANY
Address	ATTN: Gilbert T. Voy
Address	Patent Division, P.O. Box 6288
City	INDIANAPOLIS
State	INDIANA
ZIP	46206-6288
Country	US
Telephone	(317) 276-2966
Fax	(317) 276-3861

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

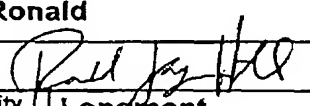
Name of Sole or First Inventor:		<input type="checkbox"/> A Petition has been filed for this unsigned inventor	
Given Name	Robert	Middle Name	Dean
Family Name	Dally	Suffix	o.g. Jr.
Inventor's Signature		Date	
Residence: City	Indianapolls	State	IN
Country	US	Citizenship	US
Address 9656 Loganberry Lane			
Post Office Address SAME AS ABOVE			
City	Indianapolis	State	IN
Zip	46256	Country	US

☒ Additional Inventors are being named on supplement sheet(s) attached hereto.

DECLARATION

Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned inventor			
Given Name	Jeffrey	Middle Name	Alan	Family Name	Dodge	Suffix e.g. Jr.	
Inventor's Signature						Date	
Residence: City	Indianapolis	State	IN	Country	US	Citizenship	US
Address	7110 Lantern Road						
Post Office Address	SAME AS ABOVE						
City	Indianapolis	State	IN	Zip	46256	Country	US

Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned inventor			
Given Name	Scott	Middle Name	Alan	Family Name	Frank	Suffix e.g. Jr.	
Inventor's Signature						Date	
Residence: City	Indianapolis	State	IN	Country	US	Citizenship	US
Address	5421 Cranley Circle						
Post Office Address	SAME AS ABOVE						
City	Indianapolis	State	IN	Zip	46220	Country	US

Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned inventor			
Given Name	Ronald	Middle Name	Jay	Family Name	Hinklin	Suffix e.g. Jr.	
Inventor's Signature						Date	2-17-2005
Residence: City	Longmont	State	CO	Country	US	Citizenship	US
Address	3515 Bluestem Avenue						
Post Office Address	SAME AS ABOVE						
City	Longmont	State	CO	Zip	80503	Country	US

Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned inventor			
Given Name	Timothy	Middle Name	Alan	Family Name	Shepherd	Suffix e.g. Jr.	
Inventor's Signature						Date	
Residence: City	Indianapolis	State	IN	Country	US	Citizenship	US
Address	8705 Country Woods Court						
Post Office Address	SAME AS ABOVE						
City	Indianapolis	State	IN	Zip	46217	Country	US

Please type a plus sign (+) inside this box ☐

PTO/SB/01 (8-96) (MODIFIED)

Approved for use through 9/30/98. OMB 0851-0032
Patent and Trademark Office: U.S. DEPARTMENT OF COMMERCE

DECLARATION

Name of Additional Joint Inventor, If any:		<input type="checkbox"/> A Petition has been filed for this unsigned inventor					
Given Name	Owen	Middle Name	Brendan	Family Name	Wallace	Suffix e.g. Jr.	
Inventor's Signature						Date	
Residence: City	Zionsville	State	IN	Country	US	Citizenship	US
Address	4341 Chase Circle						
Post Office Address	SAME AS ABOVE						
City	Zionsville	State	IN	Zip	46077	Country	US



DECLARATION FOR UTILITY OR DESIGN PATENT APPLICATION

☒ Declaration Submitted with Initial Filing
☐ Declaration Submitted after Initial Filing

Attorney Docket Number	X-16604M
First Named Inventor	Robert Dean Dally
COMPLETE IF KNOWN	
Application Number	
Filing Date	
Group Art Unit	
Examiner Name	

As a below named inventor, I hereby declare that:

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(If applicable).

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Application Number(s)	Filing Date (MM/DD/YYYY)	<input type="checkbox"/> Additional provisional application numbers are listed on a supplemental priority sheet attached hereto.
60/538,342	01/22/2004	
60/538,442	01/22/2004	

**DECLARATION**

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Paul R. Cantrell	36,470
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Donald L. Corneglio	30,741
Gregory A. Cox	47,504
Paula K. Davis	47,517
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Paul J. Gaylo	36,808
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Thomas LaGrandeur	51,026
Robert E. Lee	27,919
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Douglas K. Norman	33,267
Arlene Palmberg	40,422
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Edward Prein	37,212
Grant E. Reed	41,264
David M. Stemerick	40,187
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Robert D. Tilus	40,206
Robert C. Tucker	45,165
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Country	US	Telephone	(317) 276-2966	Fax	(317) 276-3861

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Name of Sole or First Inventor: ☐ A Petition has been filed for this unsigned inventor

Given Name	Robert	Middle Name	Dean	Family Name	Dally	Suffix e.g. Jr.	
------------	--------	-------------	------	-------------	-------	-----------------	--

Inventor's Signature *Robert Dean Dally* Date *7-16-05*

Residence: City Indianapolis State IN Country US Citizenship US

Address 9656 Loganberry Lane

Post Office Address SAME AS ABOVE

City Indianapolis State IN Zip 46256 Country US

☒ Additional Inventors are being named on supplement sheet(s) attached hereto.



DECLARATION

Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned Inventor			
Given Name	Jeffrey	Middle Name	Alan	Family Name	Dodge	Suffix e.g. Jr.	
Inventor's Signature	<i>Jeffrey Alan Dodge</i>				Date	16 Feb 05	
Residence: City	Indianapolis	State	IN	Country	US	Citizenship	US
Address	7110 Lantern Road						
Post Office Address	SAME AS ABOVE						
City	Indianapolis	State	IN	Zip	46256	Country	US

Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned inventor			
Given Name	Scott	Middle Name	Alan	Family Name	Frank	Suffix e.g. Jr.	
Inventor's Signature	<i>Scott Alan Frank</i>				Date	2/16/05	
Residence: City	Indianapolis	State	IN	Country	US	Citizenship	US
Address	5421 Cranley Circle						
Post Office Address	SAME AS ABOVE						
City	Indianapolis	State	IN	Zip	46220	Country	US

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Inventor's Signature					Date		
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Address	3515 Bluestem Avenue						
Post Office Address	SAME AS ABOVE						
City	Longmont	State	CO	Zip	80503	Country	US

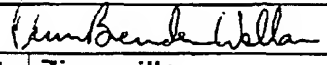
Name of Additional Joint Inventor, if any:				<input type="checkbox"/> A Petition has been filed for this unsigned inventor			
Given Name	Timothy	Middle Name	Alan	Family Name	Shepherd	Suffix e.g. Jr.	
Inventor's Signature	<i>Timothy Alan Shepherd</i>				Date	16 Feb 05	
Residence: City	Indianapolis	State	IN	Country	US	Citizenship	US
Address	8705 Country Woods Court						
Post Office Address	SAME AS ABOVE						
City	Indianapolis	State	IN	Zip	46217	Country	US

Please type a plus sign (+) inside this box ☐

PTO/SB/01 (8-96) (MODIFIED)

Approved for use through 9/30/98. OMB 0651-0032
Patent and Trademark Office: U.S. DEPARTMENT OF COMMERCE

DECLARATION

Name of Additional Joint Inventor, if any:			<input type="checkbox"/> A Petition has been filed for this unsigned Inventor				
Given Name	Owen	Middle Name	Brendan	Family Name	Wallace	Suffix e.g. Jr.	
Inventor's Signature						Date	2/16/2005
Residence: City	Zionsville	State	IN	Country	US	Citizenship	US
Address	4341 Chase Circle						
Post Office Address	SAME AS ABOVE						
City	Zionsville	State	IN	Zip	46077	Country	US

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE USPTO

I hereby appoint:

☒ Practitioners associated with the Customer Number:

25885

OR

☐ Practitioner(s) named below (if more than ten patent practitioners are to be named, then a customer number must be used):

Name	Registration Number

as attorney(s) or agent(s) to represent the undersigned before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned only to the undersigned according to the USPTO assignment records or assignment documents attached to this form in accordance with 37 CFR 3.73(b).

Assignee Name and Address:

Eli Lilly and Company

Patent Division

PO Box 6288

Indianapolis, Indiana 46206-6288

A copy of this form, together with a statement under 37 CFR 3.73(b) (Form PTO/SB/96 or equivalent) is required to be filed in each application in which this form is used. The statement under 37 CFR 3.73(b) may be completed by one of the practitioners appointed in this form if the appointed practitioner is authorized to act on behalf of the assignee, and must identify the application in which this Power of Attorney is to be filed.

SIGNATURE of Assignee of Record

The individual whose signature and title is supplied below is authorized to act on behalf of the assignee

Name	Douglas K. Norman		
Signature	<i>Douglas K. Norman</i>	Date	10 August 2004
Title	Deputy General Counsel, General Patent Counsel	Telephone	317-433-1651

This collection of information is required by 37 CFR 1.31 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

CERTIFICATE UNDER 37 CFR 3.73(b)

Applicant: Robert Dean Dally, et al.

Application No.: US Nat'l Phase of PCT/US2005/000020 Filed: 18 January 2005 (18.01.2005)

Entitled: SELECTIVE ESTROGEN RECEPTOR MODULATORS FOR THE TREATMENT OF VASOMOTOR SYMPTOMS

ELI LILLY AND COMPANY, a CORPORATION
(Name of Assignee) (Type of Assignee, e.g. corporation, partnership, university, government agency, etc.)

certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

A. ☒ An assignment from the inventor(s) of the patent application identified above.

- ☐ The assignment was recorded in the Patent and Trademark Office at Reel _____, Frame.
☒ The assignment is being submitted separately for recordation; a copy of this assignment is attached.

OR

B. ☐ A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:

1. From: _____ To: _____
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.
2. From: _____ To: _____
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.
3. From: _____ To: _____
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☐ Copies of assignments or other documents in the chain of title are attached.

The undersigned (whose title is supplied below) is empowered to sign this certificate on behalf of the assignee.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

14 July 2006
Date

/Gilbert T. Voy/
Gilbert T. Voy
Patent Counsel

ASSIGNMENT

WHEREAS We, Robert Dean Dally, Jeffrey Alan Dodge, Scott Alan Frank, Timothy Alan Shepherd and Owen Brendan Wallace are co-inventors with Ronald Jay Hinklin and Array Biopharma, Inc. of an invention that is the subject of a patent application ("Application") which is entitled **SELECTIVE ESTROGEN RECEPTOR MODULATORS FOR THE TREATMENT OF VASOMOTOR SYMPTOMS**, containing 131 pages and 0 drawings, and which:

☐ is being filed:

☒ was filed:

☐ in the United States Patent and Trademark Office

☐ in the United Kingdom Patent Office

☐ in the European Patent Office

☐ in the Spanish Patent Office as a European Application

☒ as an international application under the Patent Cooperation Treaty ("PCT"), with:

☐ United States Patent and Trademark Office acting as Receiving Office, or

☐ International Bureau acting as Receiving Office;

on January 18, 2005 and accorded serial number PCT/US2005/000020;

and

WHEREAS ELI LILLY AND COMPANY, an Indiana corporation having its principal place of business at Lilly Corporate Center, Indianapolis, Indiana 46285, wishes to acquire the entire interest in all inventions disclosed in such Application;

NOW, THEREFORE, in consideration of my employment, any agreements related thereto, or other good and valuable consideration, the receipt of which is hereby acknowledged, I hereby assign to Eli Lilly and Company, its successors and assigns (collectively "Lilly") my entire right, title and interest in, to and under the Application, including all priority rights for other countries arising therefrom, all inventions therein disclosed, and any and all present or future patent applications to such inventions that may be filed in any country, inclusive of, but not limited to, continuations, continuations-in-part, divisions, substitutions, reexaminations, reissues, international applications filed under the PCT, United States provisional patent applications, subsequent United States provisional patent applications claiming some or all of this invention, certificates of addition, utility models, petty patents, as well as all other intellectual property related to the Application, inclusive of, but not limited to, supplementary protection certificates; and any related patent

term extensions which may be granted for Letters Patent with respect to the Application; all of the above to be held and enjoyed by Lilly for its own use and enjoyment to the full end of the term or terms for which such Letters Patent and related intellectual property rights may be granted, as fully and entirely as the same would have been held and enjoyed by me had this Assignment and sale to Lilly not been made.

For myself and for my heirs, successors and legal representatives, I covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

For myself and for my heirs, successors and legal representatives, I further covenant and agree with Lilly that upon request I and they will, without further consideration than that now paid, but at the expense of Lilly: (i) execute original, provisional, substitute, continuation, divisional, continuation-in-part, reexamined, or reissued applications, amended specifications, or rightful declarations or oaths for such application; (ii) communicate to Lilly any facts known to me or them relating to such inventions or the history thereof; (iii) execute preliminary statements and testify in any interference proceedings, litigation discovery proceedings and depositions, oppositions, cancellation proceedings, priority contests, public use proceedings, administrative agency proceedings, litigation and other court actions and the like; (iv) execute and deliver any application papers, affidavits, declarations, assignments, or other instruments; and (v) do all other acts which, in the opinion of counsel for Lilly, may be necessary or desirable to secure the grant of Letters Patent and related intellectual property to Lilly or its nominees, in the United States and in all other countries where Lilly may desire to have such inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for Lilly and to vest and confirm in Lilly or its nominees the full and complete legal and equitable title to all such Letters Patent and related intellectual property.

IN WITNESS WHEREOF I have executed this assignment on the date indicated below.

1-10-2005
Date

Robert Dean Dally
Robert Dean Dally
9656 Loganberry Lane
Indianapolis, Indiana 46256
United States of America

UNITED STATES OF AMERICA

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public for Marion County, State of Indiana, personally appeared Robert Dean Dally and acknowledged the execution of the foregoing instrument this 10th day of January, 2005.

Renee Y. Edwards
Notary Public
Commission Expires: _____

Renee Y. Edwards, Notary Public
Resident of Marion County
My Commission Expires:
February 27, 2009

1/10/05
Date

Jeffrey Alan Dodge
Jeffrey Alan Dodge
7110 Lantern Road
Indianapolis, Indiana 46256
Citizenship: USA

UNITED STATES OF AMERICA

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public for Marion County, State of Indiana, personally appeared Jeffrey Alan Dodge and acknowledged the execution of the foregoing instrument this 10th day of January, 2005.

Renee Y. Edwards, Notary Public
Resident of Marion County
My Commission Expires:
February 27, 2009

Renee Y. Edwards
Notary Public
Commission Expires: _____

1/10/05
Date

Scott Alan Frank
Scott Alan Frank
5421 Cranley Circle
Indianapolis, Indiana 46220
United States of America

UNITED STATES OF AMERICA

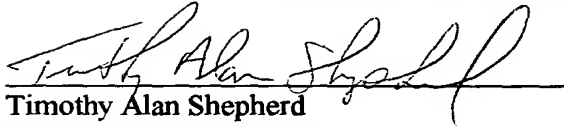
STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public for Marion County, State of Indiana, personally appeared Scott Alan Frank and acknowledged the execution of the foregoing instrument this 10th day of January, 2005.

Renee Y. Edwards, Notary Public
Resident of Marion County
My Commission Expires:
February 27, 2009

Renee Y. Edwards
Notary Public
Commission Expires: _____

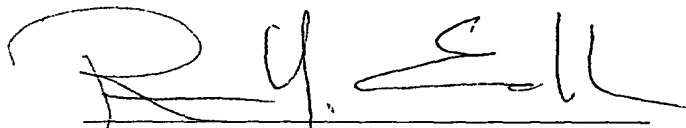
10-JAN-2005
Date


Timothy Alan Shepherd
8705 Country Woods Court
Indianapolis, Indiana 46217
United States of America


UNITED STATES OF AMERICA

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public for Marion County, State of Indiana, personally appeared Timothy Alan Shepherd and acknowledged the execution of the foregoing instrument this 10th day of January, 2005.
Renee Y. Edwards, Notary Public
Resident of Marion County
My Commission Expires:
February 27, 2009


Notary Public
Commission Expires: _____

11 Jan 2005
Date


Owen Brendan Wallace
4341 Chase Circle
Zionsville, Indiana 46077
United States of America

UNITED STATES OF AMERICA

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public for Marion County, State of Indiana, personally appeared Owen Brendan Wallace and acknowledged the execution of the foregoing instrument this 11th day of January, 2005.


Notary Public
Commission Expires: _____

Renee Y. Edwards, Notary Public
Resident of Marion County
My Commission Expires:
February 27, 2009

ASSIGNMENT

WHEREAS I, Ronald Jay Hinklin, am an inventor, hereinafter called "Assignor" of an invention that is the subject of a patent application ("Application") which is entitled, **SELECTIVE ESTROGEN RECEPTOR MODULATORS FOR THE TREATMENT OF VASOMOTOR SYMPTOMS** containing 121 pages and 0 drawings, and which:

☐ is being filed:

☒ was filed:

☐ in the United States Patent and Trademark Office

☐ in the United Kingdom Patent Office

☐ in the European Patent Office

☐ in the Spanish Patent Office as a European Application

☒ as an international application under the Patent Cooperation Treaty ("PCT"), with:

☐ United States Patent and Trademark Office acting as Receiving Office, or

☐ International Bureau acting as Receiving Office;

on JAN 18 2005, and accorded serial number PC/TUS2005/00020;

and

WHEREAS ARRAY BIOPHARMA, INC., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 3200 Walnut Street, Boulder, Colorado 80301, hereinafter called "Assignee," is desirous of acquiring the entire right, title and interest in and to said invention disclosed is said Application above identified, and in, to and under any Letters Patent which may be obtained to said invention, as hereinafter more fully set forth;

NOW, THEREFORE, in consideration of my employment, any agreements related thereto, or other good and valuable consideration, the receipt of which is hereby acknowledged, I hereby assign to Assignee, its successors and assigns (collectively "Array") my entire right, title and interest in, to and under the Application, including all priority rights for other countries arising therefrom, all inventions therein disclosed, and any and all present or future patent applications to such inventions that may be filed in any country, inclusive of, but not limited to, continuations, continuations-in-part, divisions, substitutions, reexaminations, reissues, international applications filed under the PCT, United States provisional patent applications, subsequent United States provisional patent applications claiming some or all of this invention, certificates of addition, utility models, petty patents, as well as all other intellectual property related to the Application, inclusive of, but not limited to, supplementary protection certificates; and any related patent term extensions which may be granted for Letters Patent with respect to the Application; all of the above to be held and enjoyed by Array for its own use and enjoyment to the full end of the term or terms for which such Letters Patent and related intellectual property rights may be granted, as fully and entirely as the same would have been held and enjoyed by me had this Assignment

and sale to Array not been made.

For myself and for my heirs, successors and legal representatives, I covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

For myself and for my heirs, successors and legal representatives, I further covenant and agree with Array that upon request I and they will, without further consideration than that now paid, but at the expense of Array: (i) execute original, provisional, substitute, continuation, divisional, continuation-in-part, reexamined, or reissued applications, amended specifications, or rightful declarations or oaths for such application; (ii) communicate to Array any facts known to me or them relating to such inventions or the history thereof; (iii) execute preliminary statements and testify in any interference proceedings, litigation discovery proceedings and depositions, oppositions, cancellation proceedings, priority contests, public use proceedings, administrative agency proceedings, litigation and other court actions and the like; (iv) execute and deliver any application papers, affidavits, declarations, assignments, or other instruments; and (v) do all other acts which, in the opinion of counsel for Array, may be necessary or desirable to secure the grant of Letters Patent and related intellectual property to Array or its nominees, in the United States and in all other countries where Array may desire to have such inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for Array and to vest and confirm in Array or its nominees the full and complete legal and equitable title to all such Letters Patent and related intellectual property.

IN WITNESS WHEREOF I have executed this assignment on the date indicated below.

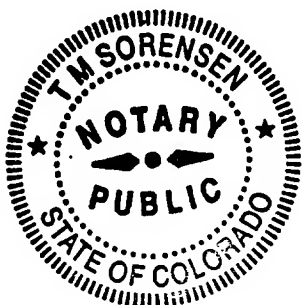
2-14-2005
Date

Ronald Jay Hinklin
Ronald Jay Hinklin
Address: 3515 Bluestem Avenue
Longmont, Colorado 80503
Citizenship: USA

UNITED STATES OF AMERICA

STATE OF Colorado
COUNTY OF Boulder) SS:

Before me, a Notary Public for Boulder County, State of CO, personally appeared Ronald Jay Hinklin and acknowledged the execution of the foregoing instrument this 14th day of Feb, 2005.



T.M. Sorensen
Notary Public: T.M. Sorensen
Commission Expires: 4/22/07

ASSIGNMENT

WHEREAS, ARRAY BIOPHARMA INC. ("ARRAY") by virtue of an assignment dated April 14, 2005, between Ronald Jay Hinklin and ARRAY (copy of which is attached hereto), is a co-owner of the right, title and interest in an invention which is entitled, SELECTIVE ESTROGEN RECEPTOR MODULATORS FOR THE TREATMENT OF VASOMOTOR SYMPTOMS containing 74 pages and 0 drawings, said rights duly assigned to ARRAY by the original inventor Ronald Jay Hinklin, as indicated on the attached exhibit.

☐ is being filed:
☒ was filed:

- ☒ in the United States Patent and Trademark Office
- ☐ in the United Kingdom Patent Office
- ☐ in the European Patent Office
- ☐ in the Spanish Patent Office as a European Application

☒ as an international application under the Patent Cooperation Treaty ("PCT"), with:

- ☐ United States Patent and Trademark Office acting as Receiving Office, or
- ☐ International Bureau acting as Receiving Office;

on January 14, 2005, and accorded serial number PCT/US2005/00020;

and

WHEREAS ELI LILLY AND COMPANY ("LILLY"), having a place of business at Lilly Corporate Center, Indianapolis, Indiana, 46285, wishes to acquire the entire right, title and interest in and to said invention disclosed in said Application, and in, to and under any Letters Patent which may be obtained to said invention:

NOW, THEREFORE, in consideration of any agreements related thereto, in particular the RESEARCH SERVICES AGREEMENT between LILLY and ARRAY, dated March 22, 2000, or other good and valuable consideration, the receipt of which is hereby acknowledged, ARRAY hereby sells, signs, assigns, transfers and sets over unto LILLY, its successors and assigns ARRAY's entire right, title and interest in, to and under the Application, including all priority rights for other countries arising therefrom, all inventions therein disclosed, and any and all present or future patent applications to such inventions that may be filed in any country, inclusive of, but not limited to, continuations, continuations-in-part, divisions, substitutions, reexaminations, reissues, international applications filed under the PCT, United States provisional patent applications, subsequent United States provisional patent applications claiming some or all of this invention, certificates of addition, utility models, petty patents, as well as all other intellectual property related to the Application, inclusive of, but not limited to, supplementary protection certificates; and any related patent term extensions which may be granted for Letters Patent with respect to the Application; all of the above to be held and enjoyed by Lilly for its own use and enjoyment to the full end of

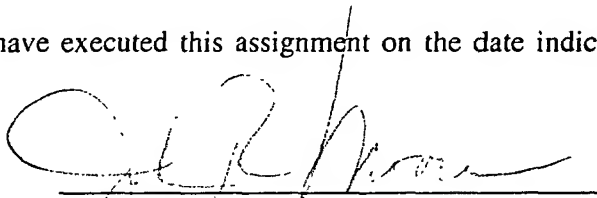
the term or terms for which such Letters Patent and related intellectual property rights may be granted, as fully and entirely as the same would have been held and enjoyed by me had this Assignment and sale to Lilly not been made.

Array covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

Array further covenants and agrees with Lilly that upon request Array and they will, without further consideration than that now paid, but at the expense of Lilly: (i) arrange to execute original, provisional, substitute, continuation, divisional, continuation-in-part, reexamined, or reissued applications, amended specifications, or rightful declarations or oaths for such application; (ii) communicate to Lilly any facts known by Array relating to such inventions or the history thereof; (iii) arrange to execute preliminary statements and arrange for testimony in any interference proceedings, litigation discovery proceedings and depositions, oppositions, cancellation proceedings, priority contests, public use proceedings, administrative agency proceedings, litigation and other court actions and the like; (iv) arrange to execute and deliver any application papers, affidavits, declarations, assignments, or other instruments; and (v) do all other acts which, in the reasonable opinion of counsel for Lilly, may be necessary or desirable to secure the grant of Letters Patent and related intellectual property to Lilly or its nominees, in the United States and in all other countries where Lilly may desire to have such inventions, or any of them, patented, with specifications and claims in such form as shall be approved by counsel for Lilly and to vest and confirm in Lilly or its nominees the full and complete legal and equitable title to all such Letters Patent and related intellectual property.

IN WITNESS WHEREOF I have executed this assignment on the date indicated below.

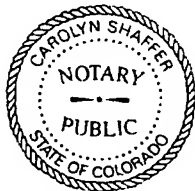
2-23-2005
Date


John R. Moore
General Counsel & Corporate Secretary

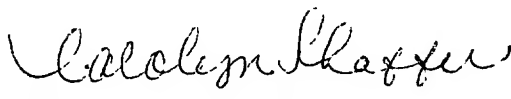
UNITED STATES OF AMERICA

STATE OF Colorado,
COUNTY OF Boulder) SS:

Before me, a Notary Public for Boulder County, State of Colorado, personally appeared John R. Moore and acknowledged the execution of the foregoing instrument this 23rd day of February, 2005.



My Commission Expires 03/20/2005


Notary Public:
Commission Expires: 3/20/05

ASSIGNMENT

WHEREAS, ARRAY BIOPHARMA INC. ("ARRAY") by virtue of an assignment dated April 14, 2005, between Ronald Jay Hinklin and ARRAY (copy of which is attached hereto), is a co-owner of the right, title and interest in an invention which is entitled, **SELECTIVE ESTROGEN RECEPTOR MODULATORS FOR THE TREATMENT OF VASOMOTOR SYMPTOMS** containing 74 pages and 0 drawings, said rights duly assigned to ARRAY by the original inventor Ronald Jay Hinklin, as indicated on the attached exhibit.

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☒ was filed:

☐ in the United States Patent and Trademark Office

☐ in the United Kingdom Patent Office

☐ in the European Patent Office

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☒ as an international application under the Patent Cooperation Treaty ("PCT"), with:

☐ United States Patent and Trademark Office acting as Receiving Office, or

☐ International Bureau acting as Receiving Office;

on JANUARY 18, 2005, and accorded serial number PCT/US2005/002020;

and

WHEREAS ELI LILLY AND COMPANY ("LILLY"), having a place of business at Lilly Corporate Center, Indianapolis, Indiana, 46285, wishes to acquire the entire right, title and interest in and to said invention disclosed in said Application, and in, to and under any Letters Patent which may be obtained to said invention:

NOW, THEREFORE, in consideration of any agreements related thereto, in particular the **RESEARCH SERVICES AGREEMENT** between LILLY and ARRAY, dated March 22, 2000, or other good and valuable consideration, the receipt of which is hereby acknowledged, ARRAY hereby sells, signs, assigns, transfers and sets over unto LILLY, its successors and assigns ARRAY's entire right, title and interest in, to and under the Application, including all priority rights for other countries arising therefrom, all inventions therein disclosed, and any and all present or future patent applications to such inventions that may be filed in any country, inclusive of, but not limited to, continuations, continuations-in-part, divisions, substitutions, reexaminations, reissues, international applications filed under the PCT, United States provisional patent applications, subsequent United States provisional patent applications claiming some or all of this invention, certificates of addition, utility models, petty patents, as well as all other intellectual property related to the Application, inclusive of, but not limited to, supplementary protection certificates; and any related patent term extensions which may be granted for Letters Patent with respect to the Application; all of the above to be held and enjoyed by Lilly for its own use and enjoyment to the full end of

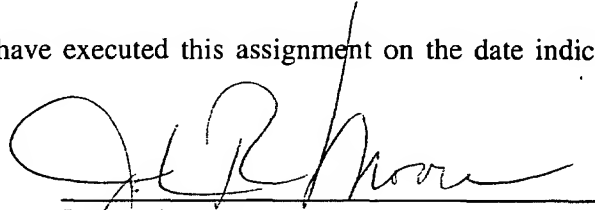
the term or terms for which such Letters Patent and related intellectual property rights may be granted, as fully and entirely as the same would have been held and enjoyed by me had this Assignment and sale to Lilly not been made.

Array covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

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IN WITNESS WHEREOF I have executed this assignment on the date indicated below.

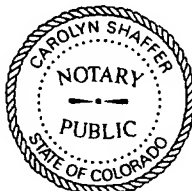
2-23-2005
Date


John R. Moore
General Counsel & Corporate Secretary


UNITED STATES OF AMERICA

STATE OF Colorado,
COUNTY OF Boulder) SS:

Before me, a Notary Public for Boulder County, State of Colorado, personally appeared John R. Moore and acknowledged the execution of the foregoing instrument this 23rd day of February, 2005.



My Commission Expires 03/20/2005


Notary Public:
Commission Expires: 3/20/05